



ENTERED
11/12/2019

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

SOUTHERN FOODS GROUP, LLC,

Debtor.

Tax I.D. No. 75-2571364

Chapter 11

Case No. 19-36313 (DRJ)

In re:

DEAN FOODS COMPANY,

Debtor.

Tax I.D. No. 75-2559681

Chapter 11

Case No. 19-36314 (DRJ)

In re:

ALTA-DENA CERTIFIED DAIRY, LLC,

Debtor.

Tax I.D. No. 36-4261347

Chapter 11

Case No. 19-36315 (DRJ)

In re:

BERKELEY FARMS, LLC,

Debtor.

Tax I.D. No. 94-3308965

Chapter 11

Case No. 19-3632 (DRJ)

In re:

CASCADE EQUITY REALTY, LLC,
Debtor.

Tax I.D. No. 27-2963940

Chapter 11

Case No. 19-36323 (DRJ)

In re:

COUNTRY FRESH, LLC,
Debtor.

Tax I.D. No. 38-1256303

Chapter 11

Case No. 19-36329 (DRJ)

In re:

DAIRY INFORMATION SYSTEMS
HOLDINGS, LLC,
Debtor.

Tax I.D. No. 20-1859144

Chapter 11

Case No. 19-36337 (DRJ)

In re:

DAIRY INFORMATION SYSTEMS, LLC,
Debtor.

Tax I.D. No. 20-2830009

Chapter 11

Case No. 19-36340 (DRJ)

In re:

DEAN DAIRY HOLDINGS, LLC,
Debtor.

Tax I.D. No. 75-2969188

Chapter 11

Case No. 19-36344 (DRJ)

In re:

DEAN EAST II, LLC,
Debtor.

Tax I.D. No. 75-2969192

Chapter 11

Case No. 19-36346 (DRJ)

In re:

DEAN EAST, LLC,
Debtor.

Tax I.D. No. 74-2938751

Chapter 11

Case No. 19-36347 (DRJ)

In re:

DEAN FOODS NORTH CENTRAL, LLC,
Debtor.

Tax I.D. No. 36-4277858

Chapter 11

Case No. 19-36348 (DRJ)

In re:

DEAN FOODS OF WISCONSIN, LLC,
Debtor.

Tax I.D. No. 26-4552504

Chapter 11

Case No. 19-36351 (DRJ)

In re:

DEAN HOLDING COMPANY,
Debtor.

Tax I.D. No. 39-031839

Chapter 11

Case No. 19-36354 (DRJ)

In re:

DEAN INTELLECTUAL PROPERTY
SERVICES II, INC.,

Debtor.

Tax I.D. No. 05-053351

Chapter 11

Case No. 19-36355 (DRJ)

In re:

DEAN INTERNATIONAL HOLDING
COMPANY,

Debtor.

Tax I.D. No. 75-2889785

Chapter 11

Case No. 19-36316 (DRJ)

In re:

DEAN MANAGEMENT, LLC,

Debtor.

Tax I.D. No. 75-2587782

Chapter 11

Case No. 19-36317 (DRJ)

In re:

DEAN PUERTO RICO HOLDINGS, LLC,

Debtor.

Tax I.D. No. 75-256683

Chapter 11

Case No. 19-36318 (DRJ)

In re:

DEAN SERVICES, LLC,

Debtor.

Tax I.D. No. 20-5622168

Chapter 11

Case No. 19-36321 (DRJ)

In re:

DEAN TRANSPORTATION, INC.,

Debtor.

Tax I.D. No. 34-1848896

Chapter 11

Case No. 19-36324 (DRJ)

In re:

DEAN WEST II, LLC,

Debtor.

Tax I.D. No. 75-2969190

Chapter 11

Case No. 19-36325 (DRJ)

In re:

DEAN WEST, LLC,

Debtor.

Tax I.D. No. 74-2938753

Chapter 11

Case No. 19-36326 (DRJ)

In re:

DFC AVIATION SERVICES, LLC,

Debtor.

Tax I.D. No. 46-1241600

Chapter 11

Case No. 19-36327 (DRJ)

In re:

DFC ENERGY PARTNERS, LLC,

Debtor.

Tax I.D. No. 26-2453889

Chapter 11

Case No. 19-36328 (DRJ)

In re:

DFC VENTURES, LLC,

Debtor.

Tax I.D. No. 82-1264213

Chapter 11

Case No. 19-36330 (DRJ)

In re:

DGI VENTURES, INC.,

Debtor.

Tax I.D. No. 26-0196766

Chapter 11

Case No. 19-36332 (DRJ)

In re:

DIPS LIMITED PARTNER II,

Debtor.

Tax I.D. No. 36-4327167

Chapter 11

Case No. 19-36333 (DRJ)

In re:

FRANKLIN HOLDINGS, INC.,

Debtor.

Tax I.D. No. 11-2228114

Chapter 11

Case No. 19-36335 (DRJ)

In re:

FRESH DAIRY DELIVERY, LLC,

Debtor.

Tax I.D. No. 27-1372314

Chapter 11

Case No. 19-36336 (DRJ)

In re:

FRIENDLY'S ICE CREAM HOLDINGS
CORP.,

Debtor.

Tax I.D. No. 46-4527609

Chapter 11

Case No. 19-36319 (DRJ)

In re:

FRIENDLY'S MANUFACTURING AND
RETAIL, LLC,

Debtor.

Tax I.D. No. 36-4719828

Chapter 11

Case No. 19-36322 (DRJ)

In re:

GARELICK FARMS, LLC,

Debtor.

Tax I.D. No. 52-2133221

Chapter 11

Case No. 19-36331 (DRJ)

In re:

MAYFIELD DAIRY FARMS, LLC,

Debtor.

Tax I.D. No. 62-0583008

Chapter 11

Case No. 19-36334 (DRJ)

In re:

MIDWEST ICE CREAM COMPANY, LLC,

Debtor.

Tax I.D. No. 36-4400130

Chapter 11

Case No. 19-36338 (DRJ)

In re:

MODEL DAIRY, LLC,

Debtor.

Tax I.D. No. 75-2677981

Chapter 11

Case No. 19-36339 (DRJ)

In re:

REITER DAIRY, LLC,

Debtor.

Tax I.D. No. 04-3673675

Chapter 11

Case No. 19-36341 (DRJ)

In re:

SAMPSON VENTURES, LLC,

Debtor.

Tax I.D. No. 77-0667714

Chapter 11

Case No. 19-36342 (DRJ)

In re:

SHENANDOAH'S PRIDE, LLC,

Debtor.

Tax I.D. No. 74-2952858

Chapter 11

Case No. 19-36343 (DRJ)

In re:

STEVE'S ICE CREAM, LLC,

Debtor.

Tax I.D. No. 82-1926807

Chapter 11

Case No. 19-36345 (DRJ)

In re:

SUIZA DAIRY GROUP, LLC,
Debtor.

Tax I.D. No. 04-3742039

Chapter 11

Case No. 19-36349 (DRJ)

In re:

TUSCAN/LEHIGH DAIRIES, INC.,
Debtor.

Tax I.D. No. 33-1046774

Chapter 11

Case No. 19-36350 (DRJ)

In re:

UNCLE MATT'S ORGANIC, INC.,
Debtor.

Tax I.D. No. 42-1560079

Chapter 11

Case No. 19-36352 (DRJ)

In re:

VERIFINE DAIRY PRODUCTS OF
SHEBOYGAN, LLC,
Debtor.

Tax I.D. No. 39-0677200

Chapter 11

Case No. 19-36353 (DRJ)

ORDER DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES
[RELATES TO DKT. No. 2]

On the motion¹ for joint administration of these cases under Bankruptcy Rule 1015, the Court orders that the above referenced cases are jointly administered. Additionally, the following checked items are ordered:

1. X One disclosure statement and plan of reorganization may be filed for all cases by any plan proponent.
2. X All of the jointly administered cases not previously assigned to Judge David R. Jones are transferred to Judge David R. Jones.
3. X Parties may request joint hearings on matters pending in any of the jointly administered cases.
4. X Other: See below.

IT IS FURTHER ORDERED THAT:

1. The Chapter 11 Cases are consolidated for procedural purposes only and shall be jointly administered by the Court under the case number assigned to Southern Foods Group, LLC, Case No. 19-36313 (DRJ).

2. Nothing contained in this Order shall be deemed or construed as directing or otherwise affecting the substantive consolidation of any of the Chapter 11 Cases, the Debtors, or the Debtors' estates.

3. The caption of the jointly administered Chapter 11 Cases shall read as follows:

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
SOUTHERN FOODS GROUP, LLC, <i>et al.</i> ,)	Case No. 19-36313 (DRJ)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective Employer Identification Numbers, are as follows: Southern Foods Group, LLC (1364); Dean Foods Company (9681); Alta-Dena Certified Dairy, LLC (1347); Berkeley Farms, LLC (8965); Cascade Equity Realty, LLC (3940); Country Fresh, LLC (6303); Dairy Information Systems Holdings, LLC (9144); Dairy Information Systems, LLC (0009); Dean Dairy Holdings, LLC (9188); Dean East II, LLC (9192); Dean East, LLC (8751); Dean Foods North Central, LLC (7858); Dean Foods of Wisconsin, LLC (2504); Dean Holding Company (8390); Dean Intellectual Property Services II, Inc. (3512); Dean International Holding Company (9785); Dean Management, LLC (7782); Dean Puerto Rico Holdings, LLC (6832); Dean Services, LLC (2168); Dean Transportation, Inc. (8896); Dean West II, LLC (9190); Dean West, LLC (8753); DFC Aviation Services, LLC (1600); DFC Energy Partners, LLC (3889); DFC Ventures, LLC (4213); DGI Ventures, Inc. (6766); DIPS Limited Partner II (7167); Franklin Holdings, Inc. (8114); Fresh Dairy Delivery, LLC (2314); Friendly's Ice Cream Holdings Corp. (7609); Friendly's Manufacturing and Retail, LLC (9828); Garelick Farms, LLC (3221); Mayfield Dairy Farms, LLC (3008); Midwest Ice Cream Company, LLC (0130); Model Dairy, LLC (7981); Reiter Dairy, LLC (3675); Sampson Ventures, LLC (7714); Shenandoah's Pride, LLC (2858); Steve's Ice Cream, LLC (6807); Suiza Dairy Group, LLC (2039); Tuscan/Lehigh Dairies, Inc. (6774); Uncle Matt's Organic, Inc. (0079); and Verifine Dairy Products of Sheboygan, LLC (7200). The debtors' mailing address is 2711 North Haskell Avenue, Suite 3400, Dallas, TX 75204.

4. A docket entry shall be entered on the docket in each of the Chapter 11 Cases (other than the Chapter 11 Case of Southern Foods Group, LLC) substantially as follows:

An order has been entered in this case in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure and Rule 1015-1 of the Bankruptcy Local Rules for the United States Bankruptcy Court for the Southern District of Texas directing the joint administration of this case solely for procedural purposes with the chapter 11 cases of Southern Foods Group, LLC; Dean Foods Company; Alta-Dena Certified Dairy, LLC; Berkeley Farms, LLC; Cascade Equity Realty, LLC; Country Fresh, LLC; Dairy Information Systems Holdings, LLC; Dairy Information Systems, LLC; Dean Dairy Holdings, LLC; Dean East II, LLC; Dean East, LLC; Dean Foods North Central, LLC; Dean Foods of Wisconsin, LLC; Dean Holding Company; Dean Intellectual Property Services II, Inc.; Dean International Holding Company; Dean Management, LLC; Dean Puerto Rico Holdings, LLC; Dean Services, LLC; Dean Transportation, Inc.; Dean West II, LLC; Dean West, LLC; DFC Aviation Services, LLC; DFC Energy Partners, LLC; DFC Ventures, LLC; DGI Ventures, Inc.; DIPS Limited Partner II; Franklin

Holdings, Inc.; Fresh Dairy Delivery, LLC; Friendly's Ice Cream Holdings Corp.; Friendly's Manufacturing and Retail, LLC; Garelick Farms, LLC; Mayfield Dairy Farms, LLC; Midwest Ice Cream Company, LLC; Model Dairy, LLC; Reiter Dairy, LLC; Sampson Ventures, LLC; Shenandoah's Pride, LLC; Steve's Ice Cream, LLC; Suiza Dairy Group, LLC; Tuscan/Lehigh Dairies, Inc.; Uncle Matt's Organic, Inc.; and Verifine Dairy Products of Sheboygan, LLC. **All further pleadings and other papers shall be filed in and all further docket entries shall be made in Case No. 19-36313 (DRJ).**

5. The requirement of section 342(c)(1) of the Bankruptcy Code and Bankruptcy Rule 2002(n) for the inclusion of the Debtors' full tax identification numbers in the captions for Debtors' filings with the Court and notices sent to creditors is waived.

6. The Debtors shall maintain, and the Clerk of the United States Bankruptcy Court for the Southern District of Texas shall keep, one consolidated docket, one file, and one consolidated service list for the Chapter 11 Cases.

7. The Debtors may file monthly operating reports and post-effective date quarterly operating reports on a consolidated basis for the jointly-administered Debtors; *provided, however*, that income and disbursements shall be tracked and broken out on a Debtor-by-Debtor basis.

8. Any creditor filing a proof of claim against any of the Debtors shall clearly assert such claim against the particular Debtor obligated on the claim and not against the jointly-administered Debtors, except as otherwise provided in any other order of this Court.

9. Under the circumstances of the Chapter 11 Cases, notice of the Motion is adequate under Bankruptcy Rule 6004(a).

10. The requirements of Bankruptcy Rule 6003 are satisfied by the contents of the Motion.

11. Notwithstanding anything to the contrary in this Order, in the event of any inconsistency between the terms of this Order and the terms of (i) any order of this Court

approving the debtor-in-possession financing facility and use of cash collateral (the “**DIP Order**”), including, without limitation, any budget in connection therewith, or (ii) any order approving the Debtors’ continued performance under their securitization facility (the “**Securitization Order**”), the terms of the DIP Order or the Securitization Order, as applicable, shall govern.

12. Any Bankruptcy Rule (including, but not limited to, Bankruptcy Rule 6004(h)) or Local Rule that might otherwise delay the effectiveness of this Order is hereby waived, and the terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

13. The Debtors are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

14. The Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Signed: November 12, 2019.



DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE